

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

**PURDUE PHARMA L.P., et al.,

Debtors.¹**

Chapter 11

Case No. 19-23649 (SHL)

(Jointly Administered)

**OMNIBUS ORDER GRANTING THIRTEENTH INTERIM FEE APPLICATIONS OF
PROFESSIONALS FOR ALLOWANCE AND PAYMENT OF COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT OF
ACTUAL AND NECESSARY EXPENSES**

Upon consideration of each of the applications (each, an “**Application**” and collectively, the “**Applications**”) filed by those professionals identified on **Schedule A** hereto (each, an “**Applicant**” and collectively, the “**Applicants**”), pursuant to sections 327, 328, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred from September 1, 2023 (or the effective date of retention) through and including December 31, 2023 (the “**Fee Period**”) in connection therewith; and an independent fee examiner (the “**Fee Examiner**”) having been appointed in these cases in accordance with the *Order Authorizing Appointment of Independent Fee Examiner Pursuant to 11 U.S.C. § 105(a) and Modifying*

¹ The Debtors in these cases, along with the last four digits of each Debtor’s registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Purdue Products L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF L.P. (0495), SVC Pharma L.P. (5717) and SVC Pharma Inc. (4014). The Debtors’ corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

Interim Compensation Procedures for Certain Professionals Employed Pursuant to 11 U.S.C. § 327 [ECF No. 1023] (the “**Fee Examiner Order**”); and the Fee Examiner having reviewed the Applications in accordance with the Fee Examiner Order; and the Fee Examiner and each Applicant having agreed to the recommended fee and expense reductions as set forth on **Schedule A** hereto; and the Fee Examiner having no objection to the interim allowance and payment of each Applicant’s fees and expenses in the amounts set forth on **Schedule A** hereto under the column headings “Fees Allowed for Thirteenth Interim Fee Application” and “Expenses Allowed for Thirteenth Interim Fee Application”; and the total amount of each Applicant’s fees and expenses sought in the Fee Period together with the amounts allowed pursuant to prior Fee Applications being set forth on **Schedule B** hereto; and due and proper notice having been provided pursuant to Bankruptcy Rules 2002(a)(6) and (c)(2) and the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [ECF No. 529], and it appearing that no other or further notice need be provided; and a hearing having been held on March 20, 2024 to consider the Applications (the “Hearing”) and there being no objections to the relief granted herein; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and this matter being a core proceeding under 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and upon the record of all of the proceedings had before the Court; and good and sufficient cause appearing for the relief granted hereby,

IT IS HEREBY ORDERED THAT:

1. The Applications are granted as set forth on **Schedule A** hereto.

2. The Applicants are awarded, on an interim basis, (a) compensation for professional services rendered during the Fee Period and (b) reimbursement for actual and necessary expenses incurred by the Applicants, in the amounts set forth under the column headings “Fees Allowed for Thirteenth Interim Fee Application” and “Expenses Allowed for Twelfth Thirteenth Fee Application” on **Schedule A** hereto.

3. The Debtors are authorized and directed to pay the Applicants promptly the amounts of fees and expenses approved by this Order and set forth under the column headings “Fees Allowed for Thirteenth Interim Fee Application” and “Expenses Allowed for Thirteenth Interim Fee Application” on **Schedule A** hereto, to the extent such amounts have not previously been paid.

4. This Order is a separate order for each Applicant and the appeal of any order with respect to any Applicant shall have no effect on the allowed fees and expenses of the other Applicants.

5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: March 27, 2024
White Plains, New York

/s/ Sean H. Lane

HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE

Schedule A

Interim Fee Applications: September 1, 2023 through December 31, 2023

Case No: 19-23649 (SHL)

Case Name: In re Purdue Pharma L.P., *et al.*

Applicant	Date and Docket Number of Application	Fees Requested on Thirteenth Interim Fee Application	Expenses Requested on Thirteenth Interim Fee Application	Agreed Recommended Reduction of Fees	Agreed Recommended Reduction of Expenses	Fees Allowed for Thirteenth Interim Fee Application	Expenses Allowed for Thirteenth Interim Fee Application
<u>Debtors' Professionals</u>							
AlixPartners, LLP	February 14, 2024 ECF No. 6204	\$1,263,386.00	\$235,945.80	\$10,551.42	\$0.00	\$1,252,834.58	\$235,945.80
Arnold & Porter Kaye Scholer LLP	February 13, 2024 ECF No. 6176	\$258,119.60	\$2,048.00	\$750.00	\$0.00	\$257,369.60	\$2,048.00
Davis Polk & Wardwell LLP	February 14, 2024 ECF No. 6181	\$4,523,140.50	\$66,582.09	\$19,320.90	\$0.00	\$4,503,819.60	\$66,582.09
Dechert LLP	February 13, 2024 ECF No. 6178	\$640,637.10	\$577.96	\$0.00	\$0.00	\$640,637.10	\$577.96
Jones Day	February 14, 2024 ECF No. 6194	\$1,120,602.31	\$20,279.71	\$0.00	\$0.00	\$1,120,602.31	\$20,279.71
King & Spalding LLP ²	February 14, 2024 ECF No. 6182	\$319,809.57	\$0.00	\$17,100.85	\$0.00	\$302,708.72	\$0.00

² By its Interim Fee Application filed on February 14, 2024, King & Spalding LLP seeks approval and allowance of fees for the period August 2, 2023 through and including December 31, 2023 pursuant to an order entered by the Bankruptcy Court on January 24, 2024 [Docket No. 6137] whereby King & Spalding LLP was authorized to provide additional services to the Debtors in connection with certain compliance matters, *nunc pro tunc* to August 2, 2023.

Applicant	Date and Docket Number of Application	Fees Requested on Thirteenth Interim Fee Application	Expenses Requested on Thirteenth Interim Fee Application	Agreed Recommended Reduction of Fees	Agreed Recommended Reduction of Expenses	Fees Allowed for Thirteenth Interim Fee Application	Expenses Allowed for Thirteenth Interim Fee Application
Latham & Watkins LLP	February 14, 2024 ECF No. 6183	\$1,559,642.63	\$9,752.08	\$0.00	\$0.00	\$1,559,642.63	\$9,752.08
PJT Partners LP	February 13, 2024 ECF No. 6180	\$900,000.00	\$32.94	\$0.00	\$0.00	\$900,000.00	\$32.94
Reed Smith LLP	February 12, 2024 ECF No. 6168	\$581,837.97	\$3,538.18	\$0.00	\$113.41	\$581,837.97	\$3,424.77
Skadden, Arps, Slate, Meagher & Flom LLP	February 14, 2024 ECF No. 6207	\$672,411.15	\$1,662.23	\$112.35	\$0.00	\$672,298.80	\$1,662.23
<u>Official Committee of Unsecured Creditors' Professionals</u>							
Akin Gump Strauss Hauer & Feld LLP	February 14, 2024 ECF No. 6203	\$2,810,949.50	\$48,443.93	\$0.00	\$1,157.74	\$2,810,949.50	\$47,286.19
Bedell Cristin Jersey Partnership	February 14, 2024 ECF No. 6198	\$5,140.50	\$0.00	\$0.00	\$0.00	\$5,140.50	\$0.00
Cole Schotz P.C.	February 14, 2024 ECF No. 6197	\$98,053.65	\$1,244.04	\$0.00	\$0.00	\$98,053.65	\$1,244.04
Jefferies LLC	February 14, 2024 ECF No. 6199	\$900,000.00	\$9,342.00	\$0.00	\$0.00	\$900,000.00	\$9,342.00
Kurtzman Carson Consultants LLC	February 14, 2024 ECF No. 6201	\$17,867.41	\$4,141.99	\$0.00	\$0.00	\$17,867.41	\$4,141.99

Applicant	Date and Docket Number of Application	Fees Requested on Thirteenth Interim Fee Application	Expenses Requested on Thirteenth Interim Fee Application	Agreed Recommended Reduction of Fees	Agreed Recommended Reduction of Expenses	Fees Allowed for Thirteenth Interim Fee Application	Expenses Allowed for Thirteenth Interim Fee Application
Province, LLC	February 14, 2024 ECF No. 6200	\$782,913.05	\$1,368.00	\$0.00	\$0.00	\$782,913.05	\$1,368.00
<u>Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants' Professionals</u>							
Brown Rudnick LLP	February 14, 2024 ECF No. 6202	\$199,567.50	\$2,149.66	\$3,384.00	\$364.08	\$196,183.50	\$1,785.58
FTI Consulting, Inc.	February 14, 2024 ECF No. 6186	\$194,422.00	\$0.00	\$0.00	\$0.00	\$194,422.00	\$0.00
Gilbert LLP	February 14, 2024 ECF No. 6184	\$397,427.50	\$1,649.97	\$0.00	\$0.00	\$397,427.50	\$1,649.97
Houlihan Lokey Capital, Inc.	February 14, 2024 ECF No. 6187	\$800,000.00	\$124.71	\$0.00	\$0.00	\$800,000.00	\$124.71
Kramer Levin Naftalis & Frankel LLP	February 14, 2024 ECF No. 6196	\$1,613,868.50	\$45,080.30	\$12,000.00	\$173.14	\$1,601,868.50	\$44,907.16
Otterbourg, P.C.	February 14, 2024 ECF No. 6185	\$68,317.50	\$0.00	\$0.00	\$0.00	\$68,317.50	\$0.00
<u>Counsel to the State of Washington</u>							
Kleinberg, Kaplan, Wolff & Cohen P.C.	February 12, 2024 ECF No. 6169	\$290,090.50	\$1,343.26	\$0.00	\$0.00	\$290,090.50	\$1,343.26

Applicant	Date and Docket Number of Application	Fees Requested on Thirteenth Interim Fee Application	Expenses Requested on Thirteenth Interim Fee Application	Agreed Recommended Reduction of Fees	Agreed Recommended Reduction of Expenses	Fees Allowed for Thirteenth Interim Fee Application	Expenses Allowed for Thirteenth Interim Fee Application
<u>Counsel to the Multi-State Governmental Entities Group</u>							
Caplin & Drysdale, Chartered ³	February 15, 2024 ECF No. 6208 February 16, 2024 ECF No. 6216	\$1,296,841.50	\$36,900.23	\$0.00	\$0.00	\$1,296,841.50	\$36,900.23
<u>Fee Examiner</u>							
Bielli & Klauder, LLC	February 6, 2024 ECF No. 6156	\$220,000.00	\$0.00	\$0.00	\$0.00	\$220,000.00	\$0.00

DATE ON WHICH ORDER WAS SIGNED: 3-27-2024

INITIALS: SHL USBJ

³ By its Eighth Interim Fee Application filed on February 15, 2024 [ECF No. 6208], Caplin & Drysdale, Chartered seeks approval and allowance of fees in the amount of \$913,357.50 and expenses in the amount of \$28,333.87 for the period of June 1, 2023 through and including September 30, 2023. In addition, by its Ninth Interim Fee Application filed on February 16, 2024 [ECF No. 6216], Caplin & Drysdale, Chartered seeks approval and allowance of fees in the amount of \$383,484.00 and expenses in the amount of \$8,566.36 for the period of October 1, 2023 through and including December 31, 2023.

Schedule B

Interim Fee Applications: Petition Date through December 31, 2023

Case No: 19-23649 (SHL)

Case Name: In re Purdue Pharma L.P., *et al.*

Applicant	Total Fees Requested	Total Fees Paid ⁴	Total Expenses Requested	Total Expenses Paid ⁵
<u>Debtors' Professionals</u>				
AlixPartners, LLP	\$40,978,150.00	\$40,659,159.79	\$2,595,649.78	\$2,558,413.82
Arnold & Porter Kaye Scholer LLP	\$7,080,633.12	\$7,019,142.61	\$79,745.75	\$79,335.79
Davis Polk & Wardwell LLP	\$236,886,834.55	\$236,108,901.65	\$2,259,545.43	\$2,251,029.13
Dechert LLP	\$26,798,087.15	\$26,671,152.40	\$2,307,732.89	\$2,305,503.30
Jones Day	\$13,105,285.13	\$13,039,538.88	\$1,187,363.61	\$1,186,202.61
King & Spalding LLP	\$26,974,119.38	\$26,870,217.37	\$17,589.30	\$17,500.58
Latham & Watkins LLP	\$3,774,508.88	\$3,742,312.68	\$14,771.26	\$14,771.26
PJT Partners LP	\$18,955,000.00	\$18,955,000.00	\$495,660.95	\$494,540.68

⁴ Includes amounts to be paid pursuant to this Order.

⁵ Includes amounts to be paid pursuant to this Order.

Applicant	Total Fees Requested	Total Fees Paid⁴	Total Expenses Requested	Total Expenses Paid⁵
Reed Smith LLP	\$5,722,396.34	\$5,677,654.79	\$30,166.68	\$29,798.32
Skadden, Arps, Slate, Meagher & Flom LLP	\$45,082,023.18	\$44,798,432.90	\$1,042,374.39	\$1,042,229.93
<u>Official Committee of Unsecured Creditors' Professionals</u>				
Akin Gump Strauss Hauer & Feld LLP	\$106,341,664.00	\$105,666,170.72	\$4,476,477.76	\$4,458,873.65
Bedell Cristin Jersey Partnership	\$873,458.79	\$848,327.99	\$110,676.49	\$110,676.49
Cole Schotz P.C.	\$22,626,486.75	\$22,503,147.49	\$8,952.17	\$8,952.17
Jefferies LLC	\$11,137,500.00	\$11,137,500.00	\$262,206.08	\$261,007.75
Kurtzman Carson Consultants LLC ⁶	\$974,673.37	\$969,381.54	\$177,366.58	\$168,918.37
Province, LLC	\$36,925,601.79	\$36,792,134.76	\$59,350.87	\$54,370.69
<u>Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants' Professionals</u>				
Brown Rudnick LLP	\$13,898,115.50	\$13,601,320.43	\$83,042.03	\$80,752.06

⁶ Total Expenses Requested and Total Expenses Paid each include \$704.92 in sales taxes sought but not consolidated with the expense subcategory in applications with respect to the first and second interim fee periods.

Applicant	Total Fees Requested	Total Fees Paid⁴	Total Expenses Requested	Total Expenses Paid⁵
FTI Consulting, Inc.	\$14,151,487.50	\$14,022,558.50	\$29,332.85	\$29,332.85
Gilbert LLP	\$23,213,975.00	\$22,953,908.79	\$423,474.64 ⁷	\$421,562.01
Houlihan Lokey Capital, Inc.	\$9,600,000.00	\$9,600,000.00	\$40,528.04	\$38,788.96
Kramer Levin Naftalis & Frankel LLP	\$28,790,312.25	\$28,573,805.00	\$783,248.62	\$782,219.01
Otterbourg, P.C.	\$4,518,746.00	\$4,488,920.55	\$9,701.61	\$9,601.61
<u>Counsel to the State of Washington⁸</u>				
Kleinberg, Kaplan, Wolff & Cohen P.C.	\$3,874,259.77	\$3,871,259.77	\$91,338.96	\$91,338.96
<u>Counsel to the Multi-State Governmental Entities Group</u>				
Caplin & Drysdale, Chartered	\$7,681,854.00	\$7,627,381.35	\$183,415.76	\$175,810.11

⁷ This amount includes the total expenses paid by Gilbert LLP to date for retained expert services provided to the Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants.

⁸ At times, Kleinberg, Kaplan, Wolff & Cohen P.C. has also served as counsel to the States of Connecticut, Delaware, Oregon, Rhode Island, Vermont, and the District of Columbia.

Applicant	Total Fees Requested	Total Fees Paid ⁴	Total Expenses Requested	Total Expenses Paid ⁵
<u>Fee Examiner</u>				
Bielli & Klauder, LLC	\$2,448,375.00	\$2,448,375.00	\$0.00	\$0.00

DATE ON WHICH ORDER WAS SIGNED: 3-27-2024

INITIALS: SHL USBJ